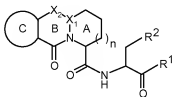


Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1. (Currently amended) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

R¹ is hydrogen, CHN₂, R, or -CH₂Y;

R is an aliphatic group, an aryl group, an aralkyl group, a heterocyclic group, or a heterocyclalkyl group;

Y is an electronegative leaving group;

R² is CO₂H, CH₂CO₂H, or an ester of CO₂H or CH₂CO₂H selected from C₁₋₁₂aliphatic esters, aryl esters, aralkyl esters, heterocycl esters, heterocyclalkyl esters, C₁₋₁₂aliphatic amides, aryl amides, aralkyl amides, heterocycl amides, and heterocyclalkyl amides ~~or isosteres of CO₂H or CH₂CO₂H, thereof~~, or R² is an isostere of CO₂H or CH₂CO₂H selected from CONHSO₂(alkyl) and CH₂CONHSO₂(alkyl);

X₂-X₁ is N(R³)-C(R³) or N=C;

each R³ is independently selected from hydrogen or C₁₋₆ aliphatic,

Ring C is a fused aryl ring, provided that the fused aryl ring has an unsubstituted carbon atom at the position adjacent to the -C(O)-N(-) group in ring B that is adjacent to the side chain comprising R¹;

n is 0, 1 or 2; and

each methylene carbon in Ring A is optionally and independently substituted by =O, or by one or more halogen, C₁₋₄ alkyl, or C₁₋₄ alkoxy.

Claim 2. (Currently amended) The compound of claim 1 having one or more of the following groups:

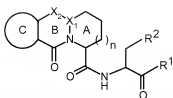
- (a) R^1 is $-\text{CH}_2\text{Y}$ wherein Y is a halogen, OR, SR, or $-\text{OC}=\text{O}(\text{R})$, wherein R is an aryl group or heterocyclic group;
- (b) R^2 is CO_2H or ~~esters, amides or isosteres of CO_2H thereof;~~ an ester of CO_2H selected from C_{1-12} aliphatic esters, aryl esters, aralkyl esters, heterocyclyl esters, heterocyclylalkyl esters, C_{1-12} aliphatic amides, aryl amides, aralkyl amides, heterocyclyl amides, or heterocyclylalkyl amides or isosteres of CO_2H or $\text{CH}_2\text{CO}_2\text{H}$, thereof; or R^2 is an isostere of CO_2H or $\text{CH}_2\text{CO}_2\text{H}$ selected from $\text{CONHSO}_2(\text{alkyl})$ and $\text{CH}_2\text{CONHSO}_2(\text{alkyl})$;
- (c) $\text{X}_2\text{-X}_1$ is $\text{N}=\text{C}$;
- (d) Ring C is a fused five-membered aromatic ring having zero to two heteroatoms; and
- (e) n is 0 or 1.

Claim 3. (Currently amended) The compound of claim 2 wherein:

- (a) R^1 is $-\text{CH}_2\text{Y}$ wherein Y is a halogen, OR, SR, or $-\text{OC}=\text{O}(\text{R})$, wherein R is an aryl group or heterocyclic group;
- (b) R^2 is CO_2H or ~~esters, amides or isosteres of CO_2H thereof;~~ an ester of CO_2H selected from C_{1-12} aliphatic esters, aryl esters, aralkyl esters, heterocyclyl esters, heterocyclylalkyl esters, C_{1-12} aliphatic amides, aryl amides, aralkyl amides, heterocyclyl amides, or heterocyclylalkyl amides or isosteres of CO_2H or $\text{CH}_2\text{CO}_2\text{H}$, thereof; or R^2 is an isostere of CO_2H or $\text{CH}_2\text{CO}_2\text{H}$ selected from $\text{CONHSO}_2(\text{alkyl})$ and $\text{CH}_2\text{CONHSO}_2(\text{alkyl})$;
- (c) $\text{X}_2\text{-X}_1$ is $\text{N}=\text{C}$;
- (d) Ring C is a fused six-membered aromatic ring having zero to two heteroatoms; and
- (e) n is 0 or 1.

Claim 4. (Currently amended) The compound of claim 3 wherein R^1 is $-\text{CH}_2\text{Y}$ wherein Y is F; R^2 is CO_2H or ~~an ester or amide thereof;~~ an ester of CO_2H selected from C_{1-12} aliphatic esters, aryl esters, aralkyl esters, heterocyclyl esters, heterocyclylalkyl esters, C_{1-12} aliphatic amides, aryl amides, aralkyl amides, heterocyclyl amides, or heterocyclylalkyl amides or isosteres of CO_2H or $\text{CH}_2\text{CO}_2\text{H}$, thereof; or R^2 is an isostere of CO_2H or $\text{CH}_2\text{CO}_2\text{H}$ selected from $\text{CONHSO}_2(\text{alkyl})$ and $\text{CH}_2\text{CONHSO}_2(\text{alkyl})$; $\text{X}_2\text{-X}_1$ is $\text{N}=\text{C}$; Ring C is benzene ring; and n is 0 or 1.

Claim 5. (Currently amended) ~~The compound of claim 1, said A~~ compound selected from the following compounds:



Example	R ¹	R ²	Ring C	n	X ₁	X ₂
1	CH ₂ F	CO ₂ H	Benzo	0	C	N
2	CH ₂ F	CO ₂ H	Benzo	1	C	N
3	CH ₂ F	CO ₂ H	Benzo	0	C	C-H
4	CH ₂ F	CO ₂ H	Benzo	1	C	C-H
5	CH ₂ F	CO ₂ H	Benzo	1	N	C=O
6	CH ₂ F	CO ₂ H	Pyrazino	1	N	C=O

Claim 6. (Previously presented) A pharmaceutical composition comprising a compound as claimed in any one of claims 1-5 and a pharmaceutically acceptable carrier.

Claims 7-8. (Canceled)

Claim 9. (Previously presented) A method for treating a disease or condition selected from osteoarthritis, rheumatoid arthritis, cell preservation, or organ preservation comprising administering to a mammal in need of such a treatment a therapeutically effective amount of a compound as claimed in any one of claims 1-5.

Claim 10. (Canceled)

Claim 11. (Previously presented) A method of preserving cells, said method comprising the step of bathing the cells in a solution of a compound as claimed in any one of claims 1-5.

Claim 12. (Previously presented) A method of preserving an organ for organ transplant or for preserving a blood product, comprising the step of bathing the organ or blood product in a solution of a compound as claimed in any one of claims 1-5.

Claims 13-14. (Canceled)